

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
W. R. GRACE & CO., <u>et al.</u> , ¹)	Case No. 01-1139 (JKF)
)	Jointly Administered
Debtors.)	
		Objection Date: <i>7/5/11 at 4⁰⁰pm</i>
		Hearing Deadline: to be scheduled, if necessary

**FIFTY-THIRD MONTHLY FEE APPLICATION OF NORTON ROSE OR LLP²
FOR COMPENSATION FOR SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES AS SPECIAL COUNSEL FOR THE DEBTORS
AND DEBTORS-IN-POSSESSION
FOR THE PERIOD FROM MAY 1, 2011 THROUGH MAY 31, 2011**

Name of Applicant:	Norton Rose OR LLP ("NR")
Authorized to Provide Professional Services to:	W.R. Grace & Co., et al., Debtors and Debtors in Possession
Date of Retention:	Retention Order entered and effective as of December 18, 2006
Period for which Compensation and Reimbursement is Sought:	May 1, 2011 to May 31, 2011
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$1,789.00 ³

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-I Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food' N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a. British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

² Ogilvy Renault LLP joined the Norton Rose Group on June 1, 2011 to continue as Norton Rose OR LLP

³ All dollar amounts reflected in this Monthly Fee Application are in Canadian currency.

- 2 -

Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary	\$0.00
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This is a: X monthly interim final application.

The total time expended for preparation of this fee application is approximately two (2) hours and the corresponding estimated compensation requested is approximately \$420.00⁴. This is NR's monthly application for interim compensation of services for the interim fee period May 1, 2011 to May 31, 2011 (the "Fee Period").

PRIOR APPLICATIONS FILED

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees ⁵	Approved Expenses
03/16/07	10/17/06-01/31/07	\$102,612.50	\$665.48	\$82,090.00	\$665.48
04/24/07	02/01/07-02/28/07	\$45,825.50	\$328.67	n/a	\$328.67
05/10/07 ⁶	02/01/07-02/28/07	\$97.50	\$0.00	\$36,738.40	n/a
05/10/07	03/01/07-03/31/07	\$57,662.00	\$5,125.70	\$46,129.60	\$5,125.70
06/08/07	04/01/07-04/30/07	\$47,014.00	\$1,540.51	\$37,611.20	\$1,540.51
06/27/07	05/01/07-05/31/07	\$21,853.00	\$296.98	\$17,482.40	\$296.98
08/03/07	06/01/07-06/30/07	\$34,799.00	\$2,223.81	\$27,839.20	\$2,223.81
08/28/07	07/01/07-07/31/07	\$85,426.50	\$206.43	\$68,341.20	\$206.43
09/24/07	08/01/07-08/31/07	\$74,819.50	\$335.00	\$59,855.60	\$335.00
11/08/07	09/01/07-09/30/07	\$104,938.00	\$104,661.80	\$83,950.40	\$104,661.80
11/20/07	10/01/07-10/31/07	\$87,103.50	\$488.03	\$69,682.80	\$488.03
01/11/08	11/01/07-11/30/07	\$77,944.00	\$6,166.86	\$62,355.20	\$6,166.86
01/28/08	12/01/07-12/31/07	\$8,348.50	\$99.93	\$6,678.80	\$99.93
02/28/08	01/01/08-01/31/08	\$10,198.50	\$88.70	\$8,158.80	\$88.70

⁴ The actual number of hours expended preparing this Application and the corresponding compensation requested will be set forth in NR's subsequent fee applications.

⁵ The "Approved Fees" amount represents 80% of the fees requested by NR.

⁶ This application was filed as a "corrected" second monthly fee application to replace and correct errors related to the amount of compensation sought pursuant to the original second monthly fee application (the "Original Second Monthly") filed on April 24, 2007. The corrected second monthly fee application requests an additional \$97.50 on top of what was requested in the Original Second Monthly.

- 3 -

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees ⁵	Approved Expenses
04/01/08	02/01/08-02/29/08	\$24,299.50	\$449.80	\$19,439.60	\$449.80
04/24/08	03/01/08-03/31/08	\$45,098.50	\$1,296.53	\$36,078.80	\$1,296.53
05/15/08	04/01/08-04/30/08	\$50,569.50	\$2,757.72	\$40,455.60	\$2,757.72
06/20/08	05/01/08-05/31/08	\$87,505.50	\$1,965.87	\$70,004.40	\$1,965.87
07/31/08	06/01/08-06/30/08	\$64,835.50	\$316.78	\$51,868.40	\$316.78
08/26/08	07/01/08-07/31/08	\$56,187.00	\$76.66	\$44,949.60	\$76.66
09/22/08	08/01/08-08/31/08	\$107,954.50	\$573.95	\$86,363.60	\$573.95
10/31/08	09/01/08-09/30/08	\$223,082.00	\$3,009.77	\$178,465.60	\$3,009.77
11/18/08	10/01/08-10/31/08	\$46,804.00	\$566.87	\$37,448.20	\$566.87
01/06/09	11/01/08-11/30/08	\$18,141.00	\$293.58	\$14,512.80	\$293.58
01/29/09	12/01/08-12/31/08	\$5,222.00	\$101.31	\$4,177.00	\$101.31
02/19/09	01/01/09-01/31/09	\$7,232.00	\$34.48	\$5,785.60	\$34.48
03/19/09	02/01/09-02/28/09	\$20,934.00	\$217.02	\$16,747.20	\$217.02
04/16/09	03/01/09-03/31/09	\$29,166.00	\$674.25	\$23,332.80	\$674.25
06/02/09	04/01/09-04/30/09	\$18,798.50	\$37.33	\$15,038.80	\$37.33
06/16/09	05/01/09-05/31/09	\$5,743.00	\$28.75	\$4,594.40	\$28.75
07/22/09	06/01/09-06/30/09	\$8,340.50	\$145.70	\$6,672.40	\$145.70
08/21/09	07/01/09-07/31/09	\$15,320.52	\$200.52	\$12,256.42	\$200.52
09/23/09	08/01/09-08/31/09	\$3,558.00	\$57.51	\$2,846.40	\$57.51
10/26/09	09/01/09-09/30/09	\$32,965.50	\$926.42	\$26,372.40	\$926.42
12/02/09	10/01/09-10/31/09	\$50,301.50	\$485.51	\$40,241.20	\$485.51
12/17/09	11/01/09-11/30/09	\$29,593.50	\$214.69	\$23,674.80	\$214.69
02/02/10	12/01/09-12/31/09	\$80,158.50	\$535.59	\$64,126.80	\$535.59
02/23/10	01/01/10-01/31/10	\$80,809.50	\$556.77	\$64,647.60	\$556.77
03/31/10	02/01/10-02/28/10	\$96,649.00	\$3,072.97	\$77,319.20	\$3,072.97
04/28/10	03/01/10-03/31/10	\$9,870.50	\$199.07	\$7,824.40	\$199.07
06/02/10	04/01/10-04/30/10	\$2,585.00	\$65.10	\$2,068.00	\$65.10
07/07/10	05/01/10-05/31/10	\$1,876.50	\$74.52	\$1,501.20	\$74.52
08/06/10	06/01/10-06/30/10	\$505.00	\$30.81	\$404.00	\$30.81
09/07/10	07/01/10-07/31/10	\$7,259.00	\$30.67	\$5,807.20	\$30.67
10/13/10	08/01/10-08/31/10	\$4,319.50	\$219.33	\$3,455.60	\$219.33
11/01/10	09/01/10-09/30/10	\$715.50	\$30.49	\$572.40	\$30.49
12/07/10	10/01/10-10/31/10	\$1,019.50	\$30.67	\$815.60	\$30.67
01/04/11	11/01/10-11/30/10	\$1,774.50	\$61.62	\$1,419.60	\$61.62

- 4 -

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees ⁵	Approved Expenses
02/02/11	12/01/10-12/31/10	\$7,476.50	\$109.54	\$5,981.20	\$109.54
03/07/11	01/01/11-01/31/11	\$16,190.00	\$265.67	\$12,952.00	\$265.67
04/07/11	02/01/11-02/28/11	\$10,759.00	\$84.93	\$8,607.20	\$84.93
04/26/11	03/01/11-03/31/11	\$38,163.00	\$409.84	\$30,530.40	\$409.84
05/18/11	04/01/11-04/30/11	\$37,330.00	\$630.97	Pending	Pending

NR PROFESSIONALS

Name of Professional Individual	Position of the Applicant, Year of Obtaining License to Practice	Hourly Billing Rate	Hours Billed ⁷	Compensation
Orestes Pasparakis	Partner, Year of Call to the Ontario Bar – 1995	\$800.00	0.50	\$400.00
Teresa Walsh	Partner, Year of Call to the Ontario Bar – 1996	\$600.00	0.60	\$360.00
Penny Adams	Law Clerk, n/a	\$210.00	4.90	\$1,029.00

Total Fees: \$1,789.00

Total Hours: 6.00

Blended Rate: \$298.17

TASK CODE SUMMARY

	Project Category	Billed Hours	Fees Requested
0001	Chapter 11 Proceedings, General Matters	6.00	\$1,789.00
Total		6.00	\$1,789.00

EXPENSE SUMMARY

N/A

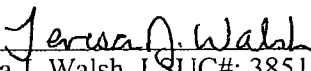
⁷ Some professional time that was spent during the Interim Period may be reflected in a subsequent application and some professional time that was spent during the previous Interim Period may be reflected in this Application.

- 5 -

WHEREFORE, NR respectfully requests that (a) an allowance be made to it, as fully described above for 80% of the amount of \$1,789.00 for reasonable and necessary professional services that NR has rendered to the Debtors during the Fee Period (\$1,431.20); (b) fees are payable as administrative expenses of the Debtors' estates; and (c) this Court grant such further relief as is equitable and just.

Dated: June 13, 2011

NORTON ROSE OR LLP


Teresa J. Walsh LSUC#: 385140
Suite 3800, 200 Bay Street
Royal Bank Plaza, South Tower
Toronto, Ontario, Canada M5J 2Z4
Telephone: (416) 216-4080
Facsimile: (416) 216-3930

Special Counsel for the Debtors and Debtors in
Possession

VERIFICATION

PROVINCE OF ONTARIO :

CITY OF TORONTO :

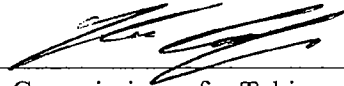
Teresa J. Walsh, after being duly sworn according to law, deposes and says:

(a) I am a partner with the law firm of Norton Rose OR LLP ("NR").

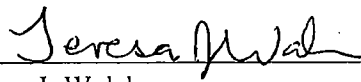
(b) I am familiar with the legal services rendered by NR as special counsel to the Debtor and Debtors in Possession by the lawyers and paraprofessionals of NR.

(c) I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I submit that I have been duly advised by our agent James O'Neill with the law firm of Pachulski, Stang, Ziehl & Jones LLP that the Application substantially complies with Local Bankruptcy Rules for the District of Delaware.

SWORN AND SUBSCRIBED before
me this 13th day of June, 2011.



A Commissioner for Taking
Affidavits
ILANA C. SCHRAGER



Teresa J. Walsh



W.R. GRACE & CO.

01016442-0001

RE: Chapter 11 Proceedings, General Matters

FEE DETAIL

Date	Timekeeper	Description	Hours	Amount
2/5/11	Orestes Pasparakis	Advising client regarding appeal issues.	0.30	\$240.00
2/5/11	Penny Adams	Corresponding with fee auditor with respect to fee auditor's reports (0.20); corresponding with L. Oberholzer with respect to 51st Monthly Fee Application (0.20); reviewing and revising 17th Quarterly Fee Application (0.50).	0.90	\$189.00
3/5/11	Orestes Pasparakis	Advising Sealed Air regarding appeal issues.	0.20	\$160.00
6/5/11	Penny Adams	Reviewing and revising 17th Quarterly Fee Application (0.50); corresponding with R. Finke regarding same (0.20).	0.70	\$147.00
9/5/11	Penny Adams	Finalizing 17th Quarterly Fee Application (0.30); corresponding with fee auditor and L. Oberholzer regarding same (0.50).	0.80	\$168.00
9/5/11	Teresa Walsh	Reviewing and swearing 17th Quarterly Fee Application.	0.30	\$180.00
11/5/11	Penny Adams	Receiving and reviewing fee auditor's final report with respect to 16th Quarterly Fee Application.	0.20	\$42.00
12/5/11	Penny Adams	Drafting 52nd Monthly Fee Application.	1.00	\$210.00
16/5/11	Penny Adams	Reviewing and revising 52nd Monthly Fee Application (0.30); corresponding with R. Finke with respect to same (0.20).	0.50	\$105.00
18/5/11	Penny Adams	Finalizing 52nd Monthly Fee Application (0.30); attending to correspondence with respect to same (0.50).	0.80	\$168.00
18/5/11	Teresa Walsh	Reviewing and swearing 52nd Monthly Fee Application.	0.30	\$180.00
TOTAL FEES				\$1,789.00

INVOICE: 1086480